



September 29, 2014

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Marlene H. Dortch, Secretary  
Federal Communications Commission  
445 12th Street SW  
Washington, D.C. 20554

Re: Applications of Comcast Corporation and Time Warner Cable Inc.,  
Charter Communications Inc. and SpinCo, for Consent to Assign Licenses  
or Transfer Control of Licensees, MB Docket No. 14-57

Applications of AT&T, Inc. and DIRECTV for Consent to Assign  
Licenses or Transfer Control of Licensees, MB Docket No. 14-90

Dear Ms. Dortch:

The Tennis Channel, Inc. ("The Tennis Channel") hereby responds to the Media Bureau's Public Notice, DA 14-1383, released on September 23, 2014, in the referenced proceedings. The Tennis Channel is an independent programmer carried by nine of the top ten video providers that serves consumers with the only 24-hour, television based multimedia programming destination dedicated to both the professional sport and tennis lifestyle.

The Public Notice seeks comment on concerns raised by other programmers and television station licensees that the Joint Protective Orders adopted in these proceedings do not adequately protect the confidentiality of highly sensitive business information -- including, in particular, affiliation and distribution agreements with the transaction parties -- that we believe are subject to production by the transaction parties pursuant to information and data requests issued by the Commission.

The Tennis Channel shares these concerns, particularly as an independent programmer without the benefits of being part of a media conglomerate. As explained in the letter submission by certain programmers dated September 23, 2014, and attached to the Public Notice, carriage agreements contain highly sensitive, transaction-specific terms and conditions, including price terms that are the essence of our business. The Tennis Channel is deeply concerned that the availability of these materials for inspection by anyone other than Commission employees, even subject to the terms of the Protective Orders in these proceedings,

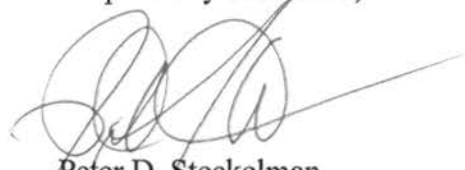
unavoidably and inevitably jeopardizes our ability to negotiate fair affiliation agreements with other distributors. At the same time, it creates a material risk that both competing programmers and other distributors will gain knowledge of the fundamental business terms of our individual affiliation agreements. Meanwhile, we have not been given an opportunity to withhold our agreements or to object to third-party review those agreements.

In our experience, outside counsel and consultants routinely advise their programmer and distributor clients regarding competitive business decisions including the price and other terms of carriage. Access by these individuals (and their firms) to any programmer's affiliation agreements therefore would seriously risk undermining the arms-length nature of carriage negotiations. In particular, counsel's knowledge of the commercial terms of programmers' relationships with the transaction parties unavoidably and inevitably -- even if unintentionally -- will influence their conduct in carriage negotiations on behalf of other parties, including competitors.

The Tennis Channel therefore supports the proposal described in the programmers' September 23, 2014 submission that third party affiliation and distribution agreements with the transaction parties (and descriptions of the terms of those agreements and negotiation materials related to those agreements), should be produced only to the Department of Justice and not made a part of the public record of these proceedings. It is our understanding that materials delivered to the custody of the Department can be made available for review by Commission employees.

We are deeply concerned that our business interests, and the integrity of the Commission's processes, would be materially and irreparably harmed by even the inadvertent disclosure of our highly sensitive business information in these proceedings. We therefore urge the Commission to adopt the structural protective mechanism described above and in the programmers' September 23, 2014 submission. Doing so will facilitate the Commission's review of these materials without prejudice to any party to the proceedings.

Respectfully submitted,



Peter D. Steckelman  
SVP, Business & Legal Affairs